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DIRECT DIAL NUMBER

457-1634

RECORDATION NO. **8261-CC**
INT'L TELEX: 64706

TELECOPIER (202) 457-1600
(202) 457-1600

February 6, 1987
INTERSTATE COMMERCE COMMISSION

HAND-DELIVERED

7 037A099

No.

Date **FEB 6 1987**

Fee \$ **10.00**

ICC Washington, D. C.

ICC OFFICE OF
THE SECRETARY
FEB 6 2 54 PM '87
MOTOR OPERATING UNIT

Ms. Noreta R. McGee
Office of the Secretary
Recordation Office
Interstate Commercial Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Citicorp Industrial Credit, Inc.;
Consolidated Rail Corporation;
Recordation File No. 8261CC

Dear Ms. McGee:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request, as special counsel for Citicorp Industrial Credit, Inc., that the enclosed document be recorded and filed with the Interstate Commerce Commission in File No. 8261 and be assigned Recordation No. 8261CC.

You will find enclosed four (4) originals of the following document:

Covered by [unclear] [unclear]

Ms. Noreta R. McGee
February 6, 1987
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Termination of Lease, dated as of December 24,
1986, by and between Consolidated Rail
Corporation, as Lessee, and Citicorp Industrial
Credit, Inc., as Assignee.

This Termination of Lease is intended to terminate
a lease of railroad equipment, dated August 14, 1972,
with George P. Baker, Richard C. Bond, Jervis Langdon,
Jr., and Willard Wirtz, Trustees of the property of
Penn Central Transportation Company. This Lease was
originally recorded with the Interstate Commerce Commission
and assigned Recordation No. 6691. A review of the
records of the ICC, however, reveals that this Lease
has been re-recorded in File No. 8261.

The parties to the aforesaid Termination of Lease
are:

Consolidated Rail Corporation
Attention: David M. LeVan
Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

and

Citicorp Industrial Credit, Inc.
Attention: Patricia Ekman
450 Mamaroneck Avenue
Harrison, New York 10528

You will also find enclosed herewith a check made
payable to the Interstate Commerce Commission in the
amount of Ten Dollars (\$10.00), which amount is intended
as full and final payment of the filing fee to be incurred
in connection herewith.

Would you please stamp, as filed, each of the duplicate
originals enclosed herewith and return the stamped duplicate
originals not used by your office to our office at your
earliest possible convenience?

Ms. Noreta R. McGee
February 6, 1987
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If you have any questions in this regard, please
do not hesitate to contact us.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By: 
David H. Cox

DHC/lg

Enclosures As Stated

cc: Ms. Patricia Ekman

FEB 6 1987 3-0 5 PM

TERMINATION OF LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Lease, dated as of December 24, 1986, between CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Lessee") and CITICORP INDUSTRIAL CREDIT, INC., a Delaware corporation ("Assignee").

W I T N E S S E T H

WHEREAS, North American Car Corporation ("Lessor") entered into a Lease of Railroad Equipment, dated August 14, 1972 (the "Lease") with George P. Baker, Richard C. Bond, Jervis Langdon, Jr. and Willard Wirtz, Trustees of the property of Penn Central Transportation Company ("Trustees"), recorded with the Interstate Commerce Commission as document number 6691 on August 16, 1972 at 1:55 P.M.;

WHEREAS, the Lessee, as successor in interest to the rights of the Trustees under the Lease, has assumed all rights and obligations of the lessee under the Lease;

WHEREAS, Lessor has sold the units of railroad equipment (the "Equipment") described in the Lease to Assignee;

WHEREAS, pursuant to an Assignment of Leases, dated as of June 2, 1983, between Lessor and Assignee, Lessor assigned the Lease to Assignee;

WHEREAS, Lessee has purchased the Equipment from Assignee on the date hereof;

WHEREAS, all amounts due under the Lease to date have been paid in full by Lessee and no default has occurred under the Lease;

WHEREAS, Lessee has paid \$1,168,137.00 to Assignee in consideration for the termination of the Lease;

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree to the following:

Section 1. The Lease is hereby terminated as of the date hereof; provided, however, that, pursuant to Section 25 of the Lease, the provisions set forth in Sections 7 (including Section 7A), 10 and 11 of the Lease shall survive the termination of the Lease and shall continue to remain in full force and effect.

Section 2. Lessee, without expense to Lessor or Assignee, shall cause this Termination of Lease to be duly filed and

recorded with the Interstate Commerce Commission and shall take such other action or make such other filings, if any, as may be authorized by law. Lessee shall promptly furnish to Lessor and Assignee copies of this Termination of Lease as stamped and recorded by the Interstate Commerce Commission, and evidence of any other actions taken or filings made.

Section 3. This Termination of Lease may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessee and Assignee have each caused this Lease to be executed in its corporate name by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and duly attested, all on the day and year first above written.

[SEAL]

CONSOLIDATED RAIL CORPORATION

By: [Signature]
Title: Vice President & Treasurer

ATTEST:

By: [Signature]

Title: ASSISTANT SECRETARY

[SEAL]

CITICORP INDUSTRIAL CREDIT,
INC.

By: [Signature]
Vice President

ATTEST:

By: [Signature]

Vice President

Received for file and record on
December __, 1986 at __ A.M.,
Recordation No. __ with the
Interstate Commerce Commission
pursuant to Section 20(c) of the
Interstate Commerce Act.

Recording Clerk

COUNTY OF PHILADELPHIA

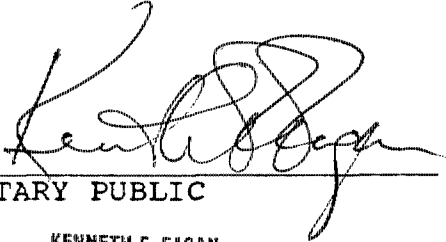
On this 29 day of December, 1986, before me personally appeared D. M. LeVan, to me personally known who, being by me duly sworn, said that he is a Vice President & Treasurer of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed on behalf of said Corporation this day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Marianne C. Baker
NOTARY PUBLIC

MARIANNE C. BAKER
Notary Public, Phila., Phila. Co.
My Commission Expires Aug. 6, 1990

STATE OF NEW YORK)
) ss:
COUNTY OF WESTCHESTER)

On this 24 day of December, 1986, before me personally appeared Robert G. Parker, to me personally known who, being by me duly sworn, said that he is a Vice President of CITICORP INDUSTRIAL CREDIT, INC., that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed on behalf of said Corporation this day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



NOTARY PUBLIC

KENNETH F. FAGAN
Notary Public, State of New York
No. 31-4655365
Qualified in New York County
Certificate filed in Westchester County
Commission Expires March 30, 1987